



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Board of Directors Meeting – Minutes no. 664

On March 3, 2010, at 2:00 PM, at the Company`s headquarters, located on Abramo Randon Avenue, Caxias do Sul, RS, all members of the Board of Directors, members of the Audit Board, and members of the Executive Board gathered with Raul Anselmo Randon as chair and Alexandre Randon as secretary. The Board of Directors members unanimously decided to convene an Extraordinary General Meeting to be held, concurrently with the Ordinary General Meeting, on April 8, 2010, for the consideration, by shareholders, of the Proposal of the Executive Board to increase capital through incorporation of reserves, with the distribution of shares to shareholders as bonus shares. The Board expressed its agreement with the Proposal, in which the Company's share capital will be increased by R\$ 324,000,000.00 (Three hundred and twenty-four million Reais), raising from R\$ 406,000,000.00 (Four and six million Reais) to R\$ 730,000,000.00 (Seven hundred and thirty million dollars), and 81,261,817 new shares will be issued, of which 27,296,098 will be common shares and 53,965,719 will be preferred shares, which will be allocated, free-of-charge, to shareholders in the proportion of one new share for every two shares of the same type they hold. The Audit Board members handed out their opinion to the Chairman of the Board of Directors, in which it is stated their opinion in favor of raising capital. Nothing else to be discussed, these minutes were read and approved and then signed by the Board of Directors. Caxias do Sul, March 3, 2010.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

José Maria Rabelo